

P99000043338

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DATE: NOVEMBER 8, 1999

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

TYPE OF FILING

ARTICLES OF MERGER AND PLAN OF MERGER

FILED
99 NOV 15 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 NOV -8 PM 1:46

CORPORATE NAME

ASTON MANAGEMENT CORPORATION INTO
ASTON WORLDWIDE PRODUCTIONS, INC.

000003038200--6

SPECIAL INSTRUCTIONS:

PLEASE RETURN ONE (1) CERTIFIED COPY

COST:

\$78.25

G. COULLIETTE NOV 15 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

ASTON MANAGEMENT CORPORATION, a New York corporation,
F95000003806

INTO

ASTON WORLDWIDE PRODUCTIONS, INC., a Florida entity, P99000043338

File date: November 15, 1999

Corporate Specialist: Cheryl Coulliette

Account number: FCA000000015

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 9, 1999

FLORIDA FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: ASTON MANAGEMENT CORPORATION
Ref. Number: F95000003806

We have received your document for ASTON MANAGEMENT CORPORATION . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1999 annual report. The entity must be reinstated before this document can be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 599A00054037

RECEIVED
99 NOV 15 PM 1:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
ASTON MANAGEMENT CORPORATION
AND
ASTON WORLDWIDE PRODUCTIONS, INC.**

99 NOV 15 PM 2:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign corporation and the domestic corporation herein named do hereby adopt the following Articles of Merger.

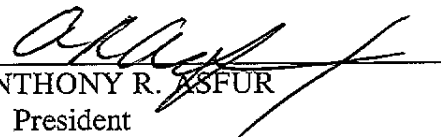
1. The name of the surviving corporation is Aston Worldwide Productions, Inc., a corporation formed under the laws of the State of Florida.
2. The name of the merging corporation is Aston Management Corporation, a corporation formed under the laws of the State of New York.
3. Annexed hereto and made a part hereof is the Plan of Merger for merging Aston Management Corporation with and into Aston Worldwide Productions, Inc.
4. The merger shall become effective on the later of the date these Articles of Merger are filed with the Florida Department of State or the date the Certificate of Merger is filed with the New York Department of State.
5. The Plan of Merger was adopted by the unanimous vote of all of the shareholders and directors of Aston Worldwide Productions, Inc. on October 29, 1999.
6. The Plan of Merger was adopted by the unanimous vote of all of the shareholders and directors of Aston Management Corporation on October 29, 1999.

Executed on October 29, 1999.

ASTON MANAGEMENT CORPORATION

By: 
Name: ANTHONY R. ASFUR
Capacity: President

ASTON WORLDWIDE PRODUCTIONS, INC.

By: 
Name: ANTHONY R. ASFUR
Capacity: President

**CONSENT IN LIEU OF A SPECIAL JOINT
MEETING OF THE SOLE SHAREHOLDER AND
DIRECTORS OF ASTON WORLDWIDE PRODUCTIONS, INC.**

The undersigned, being all of the Shareholders and Directors of Aston Worldwide Productions, Inc. do hereby adopt the following resolutions as and for the resolutions of the Corporation.

WHEREAS, the Corporation is a Florida Corporation; and

WHEREAS, reference is made to Aston Management Corporation, a New York Corporation ("Management"); and

WHEREAS, reference is made to that certain Plan of Merger between Management and the Corporation, a copy of which is attached hereto (the "Plan"), which Plan provides in principal part the merger of Management with and into the Corporation, in accordance with the laws of the States of New York and Florida, and pursuant to which the Corporation shall be the survivor of such merger, and as such shall acquire all of the assets and liabilities of Management; and

WHEREAS, the sole shareholder of the Corporation and each of the directors of the Corporation considers it to be in the best interest of the Corporation to authorize the execution, delivery and implementation of the Plan, be it therefore

RESOLVED, that the sole shareholder and each of the directors of the Corporation do hereby approve the Plan, and be it further

RESOLVED, that the officers of the Corporation be and are hereby authorized and directed to take all actions as may be necessary to execute, deliver and cause the Corporation to implement the merger of Management with and into the Corporation, as contemplated by the Plan, and be it further

RESOLVED, that the officers of the Corporation be and are hereby otherwise authorized to take any and all actions as may be necessary to implement the transactions contemplated by the Plan, specifically including but not limited to the signing and delivery of any and all forms, instruments and other writings as may be necessary to be filed with applicable state or local recording offices, and the notification of third parties with whom the Corporation may have contractual or other business relationships.

DATED: October 29, 1999

SHAREHOLDER: ASTON ENTERTAINMENT GROUP, INC.

By: 
ANTHONY R. ASFUR, President

DIRECTORS:


ANTHONY R. ASFUR


DALE J. SEXTON

The following documents are attached hereto and made a part hereof:

- Plan of Merger of Aston Management Corporation into Aston Worldwide Productions, Inc.
- Articles of Merger of Aston Management Corporation into Aston Worldwide Productions, Inc.

PLAN OF MERGER
OF
ASTON MANAGEMENT CORPORATION
INTO
ASTON WORLDWIDE PRODUCTIONS, INC.

Under Section 907 of the New York Business Corporation Law, and
Under Section 607.1101 of the Florida Statutes

The Boards of Directors of ASTON MANAGEMENT CORPORATION and ASTON WORLDWIDE PRODUCTIONS, INC., each adopt the following Plan of Merger, it being their intention that this Plan of Merger shall comply with all statutory requirements of applicable New York and Florida law.

ARTICLE 1
NAME OF EACH CORPORATION

The name of each constituent Corporation to this merger is ASTON MANAGEMENT CORPORATION, a New York corporation, and ASTON WORLDWIDE PRODUCTIONS, INC., a Florida corporation. ASTON MANAGEMENT CORPORATION shall hereinafter be referred to as the "Merged Corporation" and ASTON WORLDWIDE PRODUCTIONS, INC. shall hereinafter be referred to as the "Surviving Corporation".

ARTICLE 2
CAPITALIZATION OF EACH CORPORATION

The Merged Corporation has authorized capital consisting of 3,000,000 shares, namely, 2,000,000 common shares, \$0.01 par value each; 500,000 Class A Preferred shares, \$1.00 par value each; and 500,000 Class B Preferred shares, \$1.50 par value each of which 100 common shares, 0 Class A Preferred shares and 0 Class B Preferred shares are issued and outstanding. All of the issued and outstanding common shares are entitled to vote.

The Surviving Corporation has an authorized capital consisting of 1,000,000 common shares, \$0.01 par value, each of which 100 such shares are issued and outstanding, and all of which such shares are entitled to vote.

There are no agreements, plans, resolutions or similar provisions of either the Merged Corporation or the Surviving Corporation by which the number of shares of either such Corporation is to change prior to the effective date of the merger provided for herein.

ARTICLE 3 MERGER TERMS AND CONDITIONS

The terms and conditions of the merger are as follows:

A. The Merged Corporation shall be merged into and with the Surviving Corporation. The effective date of the merger shall be the later of the date of filing of a Certificate of Merger with the New York Department of State, or the filing of the Articles of Merger with the Florida Department of State ("effective date").

B. The Articles of Incorporation and By-Laws of the Surviving Corporation shall continue to be the Articles of Incorporation and By-Laws of the Surviving Corporation from and after the effective date.

C. Because Astor Entertainment Group, Inc. is the sole shareholder of each of the Merged Corporation and Surviving Corporation, as of the effective date, each issued and outstanding common share of the Merged Corporation shall be deemed canceled, so that as of the effective date the shareholdings of the Surviving Corporation shall be as follows:

<u>Name of Shareholder</u>	<u>Number of Shares Owned</u>
Aston Entertainment Group, Inc.	100

D. No cash or other consideration shall otherwise be paid or delivered for any common shares of the Merged Corporation.

E. Once the merger is effective, the Surviving Corporation shall not be entitled to issue any Class A Preferred shares or Class B Preferred shares, since only common shares are authorized by the Articles of Incorporation, unless the Surviving Corporation subsequently amends its Articles of Incorporation to so provide for such issuance.

ARTICLE 4 EFFECT OF MERGER

At the effective time of the merger:

A. The Merged Corporation shall be merged in accordance with the provisions of this Plan with and into the Surviving Corporation which shall thereafter be subject to the laws of the State of Florida;

B. The rights, privileges, powers and franchises, whether of a public or private nature, of the Merged Corporation shall be vested in and possessed by the Surviving Corporation, subject to all the restrictions, disabilities and duties of the Merged Corporation; and all the rights, privileges, powers and franchises of the Merged Corporation, and all the property, real, personal and mixed, of the Merged Corporation and all debts to the Merged Corporation on whatever account, shall be vested in the Surviving Corporation; and each and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Merged Corporation, and the title to any real estate vested by deed or otherwise, under the laws of the State of New York, or any other jurisdictions, in the Merged Corporation, shall not revert or in any way be impaired by reason of the merger herein provided for; provided, however, that all rights of creditors and all liens upon any property of the Merged Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens at the time of the merger, and all debts, liabilities and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it; and provided, further, that the transfer to the Surviving Corporation of any property, rights, privileges, powers and franchises requiring the consent of others prior to transfer thereof is made expressly subject to the procurement of such consent.

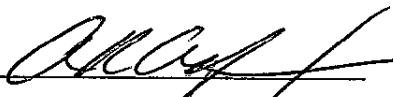
C. The assets and liabilities of the Merged Corporation shall be taken up on the books of the Surviving Corporation in the amounts in which they respectively shall be carried on the books of the Merged Corporation at the effective time of the merger, and earned surplus accounts of the Surviving Corporation, if any, shall be determined in accordance with generally accepted accounting principles.

ARTICLE 5 MERGER FILINGS

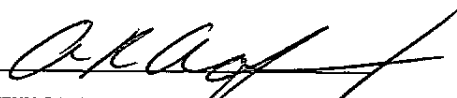
The Surviving Corporation, as soon as practicable after the Certificate of Merger has been filed by the Department of State of the State of New York, and the Articles of Merger has been filed by the Department of State of the State of Florida, shall cause a copy of the Certificate of Merger, certified by the Department of State of the State of New York, to be filed in the office of (1) the clerk of each county in the State of New York in which the office of the Merged Corporation is located, and (2) the official who is the recording officer of each county in the State of New York in which real property of the Merged Corporation is located, and (3) all appropriate recording offices in the State of Florida. If, at any time, the Surviving Corporation shall consider it appropriate, or be advised that any further assignment or assurances in law or other action is necessary or desirable to vest, perfect or confirm of record or otherwise, in the Surviving Corporation, the title to any property or rights of the Merged Corporation acquired to or to be acquired by or as a result of the merger provided for herein, the proper officers of the Surviving Corporation and the Merged Corporation respectively shall be, and they hereby are, severally and fully authorized to executed and deliver such proper deeds, assignments and assurances in law and to take such other actions as may be necessary or proper in the name of the Surviving Corporation or the Merged Corporation to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the purposes of this Plan.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed on and as of the 29th day of October, 1999.

ASTON MANAGEMENT CORPORATION

By: 
ANTHONY R. ASFUR, President

ASTON WORLDWIDE PRODUCTIONS, INC.

By: 
ANTHONY R. ASFUR, President

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